

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

IN RE: REMBRANDT TECHNOLOGIES, LP
PATENT LITIGATION

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) MDL Docket No. 07-MD-1848 (GMS)
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**DEFENDANTS AND EQUIPMENT MANUFACTURERS' MOTION
FOR LEAVE TO SUBMIT SUPPLEMENTAL JOINT
APPLICATION FOR LEAD COUNSEL APPOINTMENT**

Defendants and declaratory judgment claimants including the Equipment Manufacturers¹ (collectively, "All Other Parties") jointly request that the Court grant leave for All Other Parties to file the attached supplemental joint application for lead and liaison counsel. The reason for this supplemental joint application is to present All Other Parties' request, in light of further developments, for the appointment of Kirkland & Ellis LLP and Young Conaway Stargatt & Taylor, LLP as co-lead and co-liaison counsel with respect to procedural and substantive issues regarding eight patents commonly in suit.

On November 15, 2007, defendants in this proceeding filed their Joint Application for Appointment of Lead and Liaison Counsel pursuant to the Court's Order Setting Scheduling Conference. (D.I. 24.) On November 21, 2007, Motorola, Inc., Cisco Systems, Inc. and its wholly-owned subsidiary Scientific-Atlanta, Inc., ARRIS Group, Inc., Thomson, Inc., Ambit Microsystems Inc. and NETGEAR, Inc. filed in this District a

¹ "Equipment Manufacturers" refers to Motorola, Inc., Cisco Systems, Inc. and its wholly-owned subsidiary Scientific-Atlanta, Inc., ARRIS Group, Inc., Thomson, Inc., Ambit Microsystems Inc., and NETGEAR, Inc., co-plaintiffs in the related case Motorola, Inc. et al. v. Rembrandt Technologies, LP, 07-cv-00752 (GMS).

declaratory judgment suit against Rembrandt Technologies, LP ("Rembrandt"), alleging non-infringement and invalidity of eight of the nine patents at-issue in the MDL proceedings. See Motorola, Inc. et al. v. Rembrandt Technologies, LP, C.A. 1:7-cv-00752-GMS (D.I. 1). On November 29, 2007, the Court issued an oral order in the Equipment Manufacturer's Action directing counsel for declaratory relief claimants to appear at the initial scheduling conference of this MDL action and submit a Joint Status Report in accordance with the Court's October 31, 2007 Order (the "Order"). The law firms of Kirkland & Ellis LLP and Young Conaway Stargatt & Taylor, LLP are counsel to Equipment Manufacturers in the declaratory judgment case.

Because of these further developments, and in light of All Other Parties desire for the Equipment Manufacturers to occupy a leading role with respect to the substantive and procedural issues relating to the eight patents asserted by Rembrandt Technologies, LP against the sale or use of Equipment Manufacturers' Cable Modems and Cable Modem Termination Systems, All Other Parties' request leave to supplement their Defendants' Joint Application for Appointment of Lead and Liaison Counsel to request the appoint of Kirkland & Ellis LLP as co-lead counsel and Young Conaway Stargatt & Taylor, LLP as co-liaison counsel. A copy of the application that defendants and Equipment Manufacturers respectfully seek to jointly file is attached as Exhibit 1.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Jack B. Blumenfeld

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Liaison Counsel

YOUNG CONAWAY STARGATT & TAYLOR,
LLP

/s/ John W. Shaw

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*Attorneys for Cisco Systems, Inc.,
Scientific-Atlanta, Inc., Arris Group, Inc.,
Thomson, Inc., Ambit Microsystems, Inc.
and NETGEAR, Inc.*

Dated: December 11, 2007

CERTIFICATE OF SERVICE

I, John W. Shaw, Esquire, hereby certify that on December 11, 2007, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

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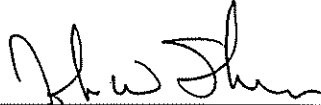
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I further certify that on December 11, 2007, I caused a copy of the foregoing document to be served by e-mail on the above-listed counsel of record.

YOUNG CONAWAY STARGATT & TAYLOR, LLP

A handwritten signature in black ink, appearing to read "John W. Shaw", is written over a horizontal line.

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EXHIBIT 1

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

IN RE: REMBRANDT TECHNOLOGIES, LP
PATENT LITIGATION

)
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) MDL Docket No. 07-MD-1848 (GMS)
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**DEFENDANTS AND EQUIPMENT MANUFACTURERS'
SUPPLEMENTAL JOINT APPLICATION FOR
LEAD AND LIAISON COUNSEL APPOINTMENT**

Defendants and declaratory judgment claimants including the Equipment Manufacturers¹ (collectively, "All Other Parties") respectfully make this supplemental joint submission in response to the Court's October 31, 2007 Order (the "Order") issued in MDL Docket No. 07-md-1848 (GMS) and the Court's Oral Order entered on 11/29/07 in C.A. 07-cv-00752 (GMS), which requested interested counsel to file applications for lead and liaison counsel appointments. Since the time of Defendants' original application filed November 15, 2007, the Equipment Manufacturers have filed and served their Related Action in this district, and as reflected in the Parties Joint Status Report dated December 5, 2007, All Other Parties propose for the Equipment Manufacturers' action to have a significant and leading role in the MDL proceedings. Accordingly, this supplemental joint application updates Defendants' original application (D.I. 24) to present All Other Parties' further request that Kirkland & Ellis LLP serve as co-lead

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counsel and that Young Conaway Stargatt & Taylor, LLP serve as co-liaison counsel for the eight patents commonly at-issue in the Equipment Manufacturers' action and MDL Proceedings, specifically the eight patents asserted against the sale or use of Equipment Manufacturer's Cable Modems (CMs) and Cable Modem Termination Systems (CMTSs).

The previous portions of Defendants' original application, setting forth proposed responsibilities are unchanged and are adopted by Equipment Manufacturers.

A. Lead Counsel for All Other Parties

All Other Parties request that the following law firm be appointed to act as lead counsel in this MDL proceeding:

Lead Counsel	Role
KIRKLAND & ELLIS LLP John Desmarais Citigroup Center 153 East 53rd Street New York, New York 10022 Tel. (212) 446-4739 Fax. (212) 446-4900 Eric R. Lamison 555 California St., Ste. 2700 San Francisco, CA 94104 Tel. (415) 439-1496 Fax. (415) 439-1500	Co-lead counsel on substantive and procedural issues relating to the '631, '761, '903, '234, '159, '858, '819, and '444 patents

Specifically, Kirkland & Ellis LLP, is willing and able to undertake the time-consuming responsibilities of lead counsel and have committed to working cooperatively with others. This firm has extensive experience as lead patent litigation counsel in this type of litigation, both in this Court and other federal courts. This firm has access to appropriate resources to advance the litigation in a timely manner.

B. Liaison Counsel for All Other Parties

All Other Parties request that the following law firm be appointed to act as liaison counsel in this MDL proceeding:

Liaison Counsel	Role
YOUNG CONAWAY STARGATT & TAYLOR, LLP Josy W. Ingersoll (No. 1088) John W. Shaw (No. 3362) 1000 West Street Wilmington, DE 19801 TEL. (302) 571-6600 FAX (302) 571-1253	Co-liaison counsel for the Equipment Manufacturers on '858, '819, '631, '903, '761, '234, '159, and '444 patents

Specifically, as previously set forth, Young Conaway Stargatt & Taylor, LLP is willing and able to undertake the time-consuming responsibilities of liaison counsel and has committed to working cooperatively with others. The firm frequently assumes and successfully performs the responsibilities associated with liaison counsel and has committed the appropriate resources to advance the litigation in a timely manner.